UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

CENTURY 21 REAL ESTATE CORPORATION,	)))	
Plaintiff,	))	C.A. 04-10785 DPW
v.	))	
DENNEHY, BARNES, VENTURES, INC., JOHN S. DENNEHY AND THOMAS BARNES,	)))	
Defendants.	))	

ASSENTED-TO MOTION TO WITHDRAW

Kenneth D. Small and Pamela A. Zorn of Sherin and Lodgen LLP ("Counsel"), counsel for the defendants Dennehy, Barnes, Ventures, Inc., and Thomas Barnes ("Defendants"), move for an order allowing them to withdraw from their representation of the Defendants in this action. See Local Rule 83.5.2(c). There is a motion to extend discovery pending before the court. There are no other substantive motions presently pending before the Court. No firm trial date has been set. Withdrawal is necessary because the defendants have informed Counsel that they lack the resources to fund to their defense and thus no longer desire representation. See Affidavit of Thomas Barnes in Support of Motion to Withdraw, ¶4. Defendants have thus requested that the Plaintiffs communicate with them directly. Id.

In support of their motion, Counsel submit the attached Affidavit of Thomas Barnes.

WHEREFORE, Counsel requests the Court to allow the withdrawal of Kenneth D. Small

Pamela A. Zorn of Sherin and Lodgen LLP as counsel for in this action.

DENNEHY, BARNES, VENTURES, INC. and
THOMAS BARNES

By their attorneys,

/s/ Kenneth D. Small_____
Kenneth D. Small BBO# 567868
Pamela A. Zorn BBO# 640800
Sherin and Lodgen LLP
101 Federal Street
Boston, MA 02110
(617) 646-2000

Dated: December 15, 2004

CERTIFICATION PURSUANT TO LOCAL RULE 7.1

The undersigned counsel for Dennehy, Barnes, Ventures, Inc., and Thomas Barnes

certifies that, in a telephone conversation on December 15, 2004, I conferred in good faith with

counsel for the plaintiff, concerning the Motion to Withdraw. Counsel for the plaintiff assented

to this Motion to Withdraw.

/s/ Kenneth D. Small_____
Kenneth D. Small BBO# 567868
Pamela A. Zorn BBO# 640800
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